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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
:
SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)
:
Debtors.¹ : (Jointly Administered)
:
-----X

**THIRTY-EIGHTH MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF NOVEMBER 1, 2021 THROUGH NOVEMBER 30, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	November 1, 2021 through November 30, 2021
Monthly Fees Incurred:	\$111,638.50
20% Holdback:	\$22,327.70
Total Compensation Less 20% Holdback:	\$89,310.80
Monthly Expenses Incurred:	\$14,152.94
Total Fees and Expenses Requested:	\$103,463.74

This is a x monthly ____ interim ____ final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Thirty-Eighth Monthly Fee Statement”) covering the period from November 1, 2021 through and including November 30, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Thirty-Eighth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance

² The total amount sought for fees and expenses (\$125,791.44) reflects voluntary reductions for the Compensation Period of \$32,518.50 in fees and \$2,334.38 in expenses.

and payment of compensation in the amount of \$89,310.80 (80% of \$111,638.50) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$14,152.94³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes \$9,487.75 of expenses relating to the payment of professional fees and expenses incurred by H5, Akin Gump's document management and e-discovery provider.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Thirty-Eighth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Thirty-Eighth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **January 28, 2022** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Thirty-Eighth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Thirty-Eighth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Thirty-Eighth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
January 13, 2022

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,265.00	21.50	27,197.50
Dean Chapman	Litigation	2009	1,265.00	10.90	13,788.50
David Zensky	Litigation	1988	1,655.00	1.60	2,648.00
Total Partner				34.00	43,634.00
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	980.00	9.70	9,506.00
Joseph Szydlo	Financial Restructuring	2019	810.00	6.50	5,265.00
Sean Nolan	Litigation	2018	855.00	7.70	6,583.50
Russell Collins	Staff Attorney	1998	500.00	93.30	46,650.00
Total Associates				117.20	68,004.50
Total Hours / Fees Requested				151.20	111,638.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,283.35	34.00	43,634.00
Associates	580.24	156.30	91,665.50
Paralegals/Non-Legal Staff	0.00	0.00	0.00
Blended Timekeeper Rate	738.35		
Total Fees Incurred		151.20	111,638.50

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
3	Akin Gump Fee Application/Monthly Billing Reports	6.30	5,853.50
7	Creditor Committee Matters/Meetings (including 341 meetings)	0.40	324.00
8	Hearings and Court Matters/Court Preparation	2.60	2,788.50
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	23.10	27,076.50
12	General Claims Analysis/Claims Objection	2.80	3,183.50
20	Jointly Asserted Causes of Action	112.40	68,200.50
22	Disclosure Statement/Solicitation/Plan/Confirmation	2.40	3,036.00
28	General Corporate Matters	1.20	1,176.00
TOTAL:		151.20	111,638.50

Exhibit C

Itemized Fees



SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1969302
Invoice Date 01/11/22
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
003	Akin Gump Fee Application/Monthly Billing Reports	6.30	\$5,853.50
007	Creditors Committee Matters/Meetings (including 341 Meetings)	0.40	\$324.00
008	Hearings and Court Matters/Court Preparation	2.60	\$2,788.50
010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	23.10	\$27,076.50
012	General Claims Analysis/Claims Objections	2.80	\$3,183.50
020	Jointly Asserted Causes of Action	112.40	\$68,200.50
022	Disclosure Statement/Solicitation/Plan/Confirmation	2.40	\$3,036.00
028	General Corporate Matters	1.20	\$1,176.00
	TOTAL	151.20	\$111,638.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/22/21	JES	003	Review invoice for privilege and confidential information. 2.00
11/24/21	SLB	003	Review Akin invoice for privilege and compliance with UST guidelines in connection with preparation of fee statement. 1.30
11/29/21	ZDL	003	Review fee statement (.3); correspond with J. Szydlo re same (.1). 0.40
11/29/21	JES	003	Prepare fee statement (.6); correspond with Z. Lanier re same (.1); revise same (.2); review invoice for privilege and confidentiality (1.5). 2.40
11/30/21	SLB	003	Draft correspondence to P. Dublin and J. Szydlo re fee statement. 0.20
11/17/21	JES	007	Respond to creditor inquiries re case information. 0.40
11/10/21	SLB	008	Attend omnibus hearing (1.1); draft correspondence re same (.4). 1.50
11/10/21	JES	008	Telephonically attend hearing on omnibus claims objections. 1.10
11/01/21	DLC	010	Review correspondence with potential litigation funder (.3) correspond with S. Brauner re same (.2). 0.50
11/01/21	SLB	010	Revise financing term sheet re litigation funding (.8); correspondence with potential funder re same (.3); correspond with D. Chapman re same (.2). 1.30
11/02/21	ZDL	010	Prepare motion to approve litigation financing. 1.50
11/05/21	SLB	010	Finalize term sheet re financing for distribution to Debtors and Admin Rep (.8); correspondence with such parties re same (.2). 1.00
11/09/21	ZDL	010	Revise motion for approval of litigation financing. 0.90
11/10/21	DLC	010	Review draft litigation financing term sheet. 0.30
11/11/21	DMZ	010	Review litigation funding term sheet. 0.20
11/18/21	DLC	010	Confer with Z. Lanier re motion to approve litigation funding (.2); review same (.1). 0.30
11/18/21	ZDL	010	Call with D. Chapman re litigation financing motion (.2); revise same (1.1). 1.30
11/19/21	DLC	010	Confer with Z. Lanier re litigation funding motion. 0.20
11/19/21	ZDL	010	Confer with D. Chapman re lit. financing motion (.2); finalize same (1.0). 1.20
11/22/21	SLB	010	Revise motion to approve litigation financing (3.8); correspondence with Z. Lanier re same (.2); draft correspondence to members of FR and Lit teams re open issues in connection with litigation financing (.2); analyze same (1.0); review materials in connection with same (.4). 5.60
11/22/21	ZDL	010	Revise litigation financing motion (.9); correspond with S. Brauner re same (.2). 1.10
11/23/21	DLC	010	Call with S. Brauner re litigation financing. 0.20
11/23/21	SLB	010	Confer with M. Eisler (FTI) re litigation financing issues (.4); call with D. Chapman re same (.2); analyze issues re same (.4). 1.00
11/23/21	ZDL	010	Revise litigation financing motion. 0.60
11/24/21	SLB	010	Analyze issues re litigation financing (.6); review litigation financing motion (.5); review materials re same (.3); correspondence with Z. Lanier re litigation financing motion (.3). 1.70
11/24/21	ZDL	010	Revise litigation financing motion (.9); correspond with S. Brauner re same (.3). 1.20
11/29/21	SLB	010	Review revised draft of litigation financing motion (1.0); revise same (.3). 1.30
11/30/21	DLC	010	Review revised litigation financing motion. 0.20
11/30/21	SLB	010	Confer with E. Morabito (Quinn) re litigation financing issues (1.0); prepare internal summary to members of FR and Lit teams re same (.5). 1.50
11/03/21	SLB	012	Correspondence with Weil re potential claims resolution (.1); analyze issues re same (.2); correspondence with FTI re same (.1). 0.40
11/08/21	ZDL	012	Review settlement with lessor. 0.30
11/10/21	JES	012	Respond to creditor inquiry re claims objection. 0.60
11/11/21	SLB	012	Revise analysis re claims settlement for UCC (.4); draft correspondence 0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		to UCC re same (.2).	
11/24/21	SLB	012 Review filings re settlement of litigation and related tax claims (.5); draft correspondence to UCC re same (.2); draft correspondence to I. Dizengoff re same (.2).	0.90
11/01/21	DMZ	020 Review correspondence from defendants re open discovery issues.	0.10
11/01/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.50
11/01/21	SLB	020 Draft correspondence to members of FR and Lit teams re open issues in connection with adversary proceeding.	0.30
11/02/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.30
11/02/21	SLB	020 Draft internal correspondence to members of FR and Lit teams re open issues in connection with adversary proceeding.	0.30
11/02/21	SMN	020 Review docket of D&O insurance action appeal (.1); review new cases implicating issues in motion to dismiss briefing (.8).	0.90
11/03/21	DMZ	020 Correspond with Admin claims rep re Adversary Proceeding.	0.20
11/03/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.70
11/03/21	SMN	020 Review D&O insurance coverage appeal docket for information re oral argument in appeal.	0.20
11/04/21	DMZ	020 Analyze open issues re Adversary Proceeding (.2); draft correspondence to designees re same (.1).	0.30
11/04/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.50
11/04/21	DLC	020 Confer with S. Brauner re expert issues in connection with Adversary Proceeding.	0.30
11/04/21	SLB	020 Review correspondence from Admin Claims Rep re open issues in connection with adversary proceeding (.1); confer with D. Chapman re expert issues (.2).	0.20
11/04/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.8); summarize same for members of litigation team (.3).	1.10
11/05/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	7.00
11/08/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	2.20
11/08/21	DLC	020 Review internal correspondence re open discovery issues (.2); draft correspondence to members of lit. team re same (.2); review expert engagement letter (.3); call with expert re same (.5).	1.20
11/08/21	SMN	020 Review correspondence between members of Akin litigation team and expert team re engagement.	0.10
11/09/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (3.2); prepare for (.3) and attend (1.2) meeting with Dean Chapman regarding open discovery issues.	4.70
11/09/21	DLC	020 Prepare for (.2) and meet with R. Collins re document production issues (1.2).	1.40
11/10/21	DLC	020 Revise expert letter.	1.00
11/10/21	SMN	020 Review draft assignment consent letter from expert team (.1); provide comments to same (.3).	0.40
11/11/21	DMZ	020 Revise letter agreement re expert (.3); call with D. Chapman and S. Nolan re same (.4).	0.70
11/11/21	RJC	020 Conduct research re fact discovery issue.	1.70
11/11/21	DLC	020 Review revisions to expert letter (.1); call with D. Zensky and S. Nolan re same (.4); draft correspondence to designees re same (.5).	1.00
11/11/21	SMN	020 Revise assignment consent letter from expert (.7); call with D. Chapman and D. Zensky re same (.4).	1.10
11/12/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	5.10

SEARS CREDITORS COMMITTEE

Bill Number: 1969302

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
11/15/21	DMZ	020	Correspond with Admin Claims Rep re open issues in Adversary Proceeding.	0.10
11/15/21	DLC	020	Correspond with ASK re open issues in Adversary Proceeding (.4); review case law re privilege issues in connection with Adversary Proceeding (.5); revise memorandum to designees re experts (.5); update litigation budget (.6).	2.00
11/15/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing (.2); conduct legal research re privilege issues related to expert work product (.8); draft correspondence to D. Zensky and D. Chapman re same (.2).	1.20
11/16/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	3.80
11/17/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	3.90
11/17/21	DLC	020	Call with ASK re open issues in Adversary Proceeding.	0.40
11/17/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	0.50
11/18/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	4.40
11/18/21	DLC	020	Review and revise letter agreement re expert issues.	0.30
11/18/21	SMN	020	Correspond with expert re call to discuss consent agreement re sale and assignment.	0.60
11/19/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	5.30
11/19/21	DLC	020	Review correspondence from third party re discovery (.3) confer with ASK re open issues in Adv. Proc. (.3) follow-up correspondence with Herrick re discovery issues (.2)	0.80
11/19/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	0.80
11/22/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding (1.7); draft correspondence to J. Kulikowski regarding discovery requests (.5).	2.20
11/22/21	DLC	020	Review correspondence from J. Kulikowski re discovery issues.	0.30
11/23/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding (5.5); select documents as examples for discovery request (.4).	5.90
11/24/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	7.10
11/29/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	8.00
11/29/21	DLC	020	Confer with expert re case status and open issues in Adv. Proc.	0.20
11/29/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	0.70
11/30/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.00
11/30/21	DLC	020	Review updates to expert consent letter (.1); correspond with designees re same (.2).	0.30
11/30/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	0.10
11/02/21	SLB	022	Analyze open issues re plan and effective date (1.0); draft correspondence to members of litigation team re same (.2).	1.20
11/10/21	SLB	022	Confer with G. Fail re case strategy issues (.7); draft correspondence to members of FR and Lit teams re same (.2); draft correspondence to I. Dizengoff re same (.3).	1.20
11/11/21	ZDL	028	Review records for board bylaws, charter and other organizational docs.	1.20

Total Hours

151.20

TIMEKEEPER TIME SUMMARY:

Timekeeper
D M ZENSKY

Hours	Rate	Value
1.60	\$1655.00	\$2,648.00

SEARS CREDITORS COMMITTEE
Bill Number: 1969302Page 5
01/11/22

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
D L CHAPMAN	10.90	at \$1265.00	= \$13,788.50
S L BRAUNER	21.50	at \$1265.00	= \$27,197.50
Z D LANIER	9.70	at \$980.00	= \$9,506.00
S M NOLAN	7.70	at \$855.00	= \$6,583.50
J E SZYDLO	6.50	at \$810.00	= \$5,265.00
R J COLLINS	93.30	at \$500.00	= \$46,650.00
		Current Fees	
			\$111,638.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$940.47
Computerized Legal Research - Other	\$341.86
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$913.70
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,374.36
Professional Fees - Miscellaneous Transcripts	\$9,487.75
	\$94.80

Current Expenses	
	\$14,152.94

<u>Date</u>		<u>Value</u>
11/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/1/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
11/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
11/01/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/2/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/02/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date:	\$22.39

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	940.47
Computerized Legal Research – Other	341.86
Computerized Legal Research – Westlaw – in contract 30% discount	2,374.36
Computerized Legal Research - Courtlink - In Contract 50% Discount	913.70
Professional Fees – Consultant Fees	9,487.75
Transcripts	94.80
TOTAL:	14,152.94

Exhibit E

Itemized Disbursements

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
D L CHAPMAN	10.90	at \$1265.00	= \$13,788.50
S L BRAUNER	21.50	at \$1265.00	= \$27,197.50
Z D LANIER	9.70	at \$980.00	= \$9,506.00
S M NOLAN	7.70	at \$855.00	= \$6,583.50
J E SZYDLO	6.50	at \$810.00	= \$5,265.00
R J COLLINS	93.30	at \$500.00	= \$46,650.00
		Current Fees	\$111,638.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$940.47
Computerized Legal Research - Other	\$341.86
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$913.70
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,374.36
Professional Fees - Miscellaneous Transcripts	\$9,487.75
	\$94.80

Current Expenses	\$14,152.94
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<u>Date</u>		<u>Value</u>
11/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/1/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
11/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
11/01/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/2/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/02/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date:	\$22.39

11/03/21	11/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
11/03/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS; Quantity: 1.0	\$69.01
11/03/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/4/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
11/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
11/04/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS; Quantity: 1.0	\$69.01
11/04/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/05/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/08/21	Computerized Legal Research - Courtlink - In Contract 50% Discount COURTLINK IN CONTRACT AND OUT OF CONTRACT CHARGES FOR BILLING PERIOD: 9/1/2021-9/30/2021	\$454.50
11/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/8/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
11/08/21	Computerized Legal Research - Westlaw	\$29.85

	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/8/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
11/08/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/09/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/9/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/09/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-32373 DATE: 11/9/2021 Sears project / data hosting	\$9,487.75
11/09/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
11/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
11/10/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.12
11/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/11/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
11/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
11/11/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS;	\$22.12

11/12/21	Quantity: 4.0 Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS;	\$22.12
11/15/21	Quantity: 4.0 Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/15/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
11/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/15/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
11/15/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 11.0	\$802.45
11/15/21	Quantity: 4.0 Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS;	\$22.13
11/16/21	Transcripts VENDOR: VERITEXT INVOICE#: 5392044 DATE: 11/16/2021 Transcriber fee for transcript of November 10, 2021 hearing.	\$94.80
11/16/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/16/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/16/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS;	\$22.14
11/17/21	Quantity: 4.0 Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
11/17/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/17/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
11/17/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service:	\$22.14

	COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	
11/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/18/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
11/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/18/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
11/18/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
11/19/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
11/21/21	Computerized Legal Research - Westlaw - in contract 30% discount User: CHAPMAN DEAN Date: 11/21/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
11/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/22/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
11/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/22/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
11/22/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
11/23/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/23/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/23/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
11/24/21	Computerized Legal Research - Westlaw	\$22.39

	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
11/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
11/24/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
11/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/25/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
11/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 11/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
11/26/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
11/29/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 11/29/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
11/29/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/29/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
11/29/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
11/30/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 11/30/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
11/30/21	Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 328396-2111 DATE: 11/30/2021	\$48.99

SEARS CREDITORS COMMITTEE
Bill Number: 1969302

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11/30/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 328396-2111 DATE: 11/30/2021	\$48.99
11/30/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 328396-2111 DATE: 11/30/2021	\$15.24
11/30/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 328396-2111 DATE: 11/30/2021	\$15.24
11/30/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 134294-2111 DATE: 11/30/2021	\$57.16
11/30/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 134294-2111 DATE: 11/30/2021	\$114.32
11/30/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 134294-2111 DATE: 11/30/2021	\$41.92
11/30/21	- Document retrieval in various courts Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
	Current Expenses	<hr/> \$14,152.94

Total Amount of This Invoice	\$125,791.44
Prior Balance Due	<hr/> \$7,889,492.28
Total Balance Due Upon Receipt	<hr/> \$8,015,283.72



Invoice Date: 11/9/2021

Invoice Number: INV-32373

Billing Address:	Ms. Roxanne Tizravesh Akin Gump Strauss Hauer & Feld LLP One Bryant Park Bank of America Tower New York NY 10036	Lighthouse 51 University Street, Suite 400 Seattle WA 98101 (415) 625-6700 clientbilling@h5.com
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Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.		10/1/2021	10/31/2021	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Hosting (GB)	1,662.6	\$9.00	\$14,963.40
E-Discovery Service Fee Deferral <i>Per agreement to defer 50% of H5's fees directly associated with Relativity data hosting storage that are incurred by the Sear's indirect creditor's committee client between August 1, 2021 and October 31, 2021.</i>		\$(7,481.70)	\$(7,481.70)
Deferred H5 fees will be due and payable on November 1, 2021			
Hosting Project Management (Hours)	2.33	\$185.00	\$431.05
User Fees (Users)	21	\$75.00	\$1,575.00

Subtotal	\$9,487.75
Tax Total	\$0.00
Total	\$9,487.75

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549
Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399